

RECORDATION NO. 8925-2 Filed & Recorded

DEC 30 1977-11 35 AM

INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY

777 SOUTH POST OAK ROAD

HOUSTON, TEXAS 77056

RECEIVED

DEC 30 11 30 AM '77

CERTIFICATION UNIT

RECORDATION NO. 8925-2 Filed & Recorded

DEC 30 1977-11 35 AM

DEC 30 1977-11 35 AM December 30, 1977

INTERSTATE COMMERCE COMMISSION
Secretary

Interstate Commerce Commission
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

Gentlemen:

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation a First Supplement to Equipment Trust Agreement, an Assignment and a Bill of Sale of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of a First Supplement To Equipment Trust Agreement dated as of December 30, 1977, among the First National Bank of Fort Worth, Trustee, Richmond Leasing Company, The Prudential Insurance Company of America and The First National Bank of Fort Worth.

2. Three (3) executed counterparts of an Assignment dated as of December 30, 1977, by and between Richmond Leasing Company (Assignor) and The First National Bank of Fort Worth (Assignee); and

3. Three (3) executed counterparts of a Bill of Sale dated as of December 30, 1977, between Richmond Leasing Company and The First National Bank of Fort Worth.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, the address of The First National Bank of Fort Worth is One Burnett Plaza, Fort Worth, Texas 76101, and the address of The Prudential Insurance Company of America is 6500 West Loop South, Bellaire, Texas.

The Assignment, the Bill of Sale and First Supplement To Equipment Trust Agreement have been executed

7-364A060

Date 30 1977

Fee \$ 36

ICC Washington, D. C.

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Eriger Hecker
Charles [unclear]

in connection with an Equipment Trust Agreement dated as of August 2, 1977, and filed with the Interstate Commerce Commission on August 4, 1977, and which has been assigned the following recordation number: 8925.

The equipment covered by the Assignment and the Bill of Sale is described in Exhibit A hereto. The First Supplement to Equipment Trust Agreement, among other provisions, deletes certain equipment from the above-described Equipment Trust Agreement and such equipment is described in Exhibit B hereto.

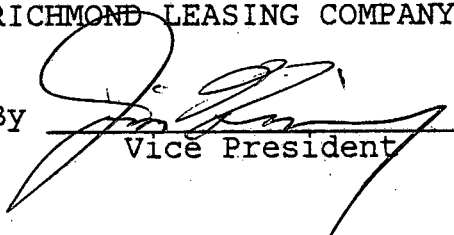
Enclosed is a check in the amount of \$30.00 to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment, Bill of Sale and First Supplement To Equipment Trust Agreement with filing data noted thereon, following recordation, to the representative of Messrs. Baker & Botts, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By


Vice President

RECORDATION NO. *8925-K* Filed & Recorded

DEC 30 1977-11 25 AM

RICHMOND LEASING COMPANY
Equipment Trust, Series 11

INLANDER STATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated as of the 30th day of December, 1977, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and The First National Bank of Fort Worth, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of August 2, 1977, as amended by the First Supplement to Equipment Trust Agreement, dated as of December 30, 1977, by and between Seller and Buyer.

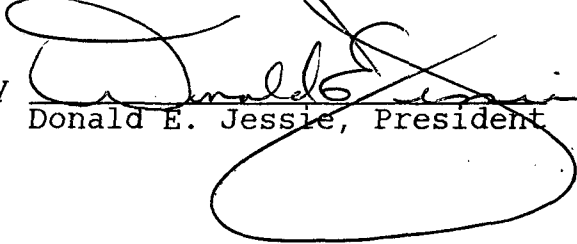
In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of all of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the

attached Exhibit B; and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

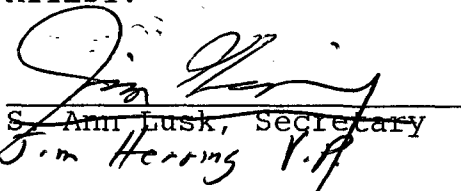
RICHMOND LEASING COMPANY

By


Donald E. Jessie, President

(SEAL)

ATTEST:


Ann Lusk, Secretary

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared DONALD E. JESSIE, President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

27 GIVEN UNDER MY HAND AND SEAL OF OFFICE this the day of December, 1977.


Notary Public in and for
Harris County, Texas

My Commission Expires:

11-1-78

EXHIBIT A
RICHMOND LEASING COMPANY
EQUIPMENT TRUST, SERIES 11

<u>Quantity</u>	<u>Class</u>	<u>Capacity in gallons</u>	<u>Initialed and car numbers</u>
25	DOT 111A100W1	23,500	RTMX 3150 thru 3174

EXHIBIT B

EXISTING LEASES

Tank Car Lease and Service Contract dated October 5, 1976, between Richmond Leasing Company and Oxirane Chemical Company, and containing Riders 3 and 4, both dated as of August 4, 1977, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	100-ton 23,500 Gallon DOT 111A100W1 Non-coiled and non-insulted tank cars	RTMX 3150- RTMX 3199